

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|  |         |          |   |  |  |  |  |  |
|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Constand George T</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>DANA HOLDING CORP [ DAN ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Technical &amp; Quality Offi</u> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/05/2013</u>           |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| 3939 TECHNOLOGY DRIVE  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        |  |  |  |  |  |
| (Street)<br><u>MAUMEE OH 43537</u>                                   |         |          |   |  |  |  |  |  |
| (City) (State) (Zip)   |         |          |   |  |  |  |  |  |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | M                              |   | 22,190  | A          | \$0.0000 | 37,965  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | M                              |   | 16,666  | A          | \$0.0000 | 54,631  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | M                              |   | 16,541  | A          | \$0.0000 | 71,172  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | S                              |   | 100   | D          | \$21.83  | 71,072  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | S                              |   | 437   | D          | \$21.91  | 70,635  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | S                              |   | 700   | D          | \$21.84  | 69,935  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | S                              |   | 3,400   | D          | \$21.86  | 66,535  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | S                              |   | 4,800   | D          | \$21.85  | 61,735  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | S                              |   | 5,200   | D          | \$21.87  | 56,535  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | S                              |   | 11,100  | D          | \$21.88  | 45,435  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | S                              |   | 14,106  | D          | \$21.9   | 31,329  | D  |   |
| Common Stock, par value \$0.01  | 09/05/2013                           |  | S                              |   | 15,554  | D          | \$21.89  | 15,775  | D  |   |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |            | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------|---|-----------------|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | (A)  | (D)        | Date Exercisable  | Expiration Date |  |  |   |  |
| Stock Option - Right to Buy                | \$11.27  | 09/05/2013                           |  | M                              |   | 22,190   | 03/02/2011 <sup>(1)</sup>                                | 03/02/2020 | Common Stock, par value \$0.01  | 22,190          | \$0.0000                                   | 0.0000   | D   |  |
| Stock Option - Right to Buy                | \$0.51   | 09/05/2013                           |  | M                              |   | 16,666   | 03/18/2010 <sup>(1)</sup>                                | 03/18/2019 | Common Stock, par value \$0.01  | 16,666          | \$0.0000                                   | 16,668   | D   |  |
| Stock Option - Right to Buy                | \$10   | 09/05/2013                           |  | M                              |   | 16,541   | 04/16/2009 <sup>(1)</sup>                                | 04/16/2018 | Common Stock, par value \$0.01  | 16,541          | \$0.0000                                   | 0.0000   | D   |  |

Explanation of Responses:

1. Stock options granted vest in three (3) equal annual installments beginning on the first year anniversary date of the grant.

/s/ Robert W. Spencer, Jr. on behalf of George T. Constand 09/09/2013

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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